



State of California
Secretary of State

LP-1A

File # 201110100004

FILED *h/jb*
In the Office of the Secretary of State
of the State of California

MAR 28 2011

Certificate of Limited Partnership - Conversion

Important — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED PARTNERSHIP (End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")

Prize 447, LP

2. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS (Attach additional pages, if necessary.)

NAME	ADDRESS	CITY	STATE	ZIP CODE
Granger Hospitality Management, LLC	447 Bush Street	San Francisco	CA	94108
NAME	ADDRESS	CITY	STATE	ZIP CODE

3. ADDRESS OF INITIAL DESIGNATED OFFICE IN CALIFORNIA

447 Bush Street

CITY

San Francisco

STATE

CA

ZIP CODE

94108

4. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS (If the initial agent is an individual, the agent must reside in California and both Items 4 and 5 must be completed. If the initial agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 4 must be completed (leave Item 5 blank).)

Richard Singer

5. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CA

447 Bush Street

CITY

San Francisco

STATE

CA

ZIP CODE

94108

Converting Entity Information

6. NAME OF CONVERTING ENTITY

Prize 447, LLC

7. FORM OF ENTITY

limited liability company

8. JURISDICTION

California

9. CA SECRETARY OF STATE FILE NUMBER, IF ANY

200218210039

10. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE . . . AND . . . THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

single class of members - 100%

100%

Additional Information

11. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

12. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

March 28, 2011

DATE

SIGNATURE OF AUTHORIZED PERSON

Richard Singer, Manager of

Granger Hospitality Management, LLC, its manager

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

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